

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. Grace & Co., et al.,¹)	Case No. 01-01139 (JKF)
)	
)	Jointly Administered
Debtors.)	
)	Objections due: February 25, 2002 at 4:00 p.m.
		Hearing date: May 20, 2002 at 10:00 a.m.

**SECOND (QUARTERLY) INTERIM FEE APPLICATION OF DUANE MORRIS LLP
FOR THE PERIOD JULY 1, 2001 THROUGH AND INCLUDING SEPTEMBER 30, 2001**

In accordance with the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members, dated May 3, 2001, (Docket No. 196) (the "Compensation Order"), Duane Morris LLP ("Duane Morris") hereby submits its Second (Quarterly) Interim Fee Application Request (the "Request"), for the Interim Fee Period (as

¹The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

defined in the Compensation Order) from July 1, 2001 through and including September 30, 2001.

Duane Morris seeks interim approval and allowance, pursuant to section 331 of the Bankruptcy Code, of the full amount of the fees and expenses requested in the Monthly Fee Applications (as defined in the Compensation Order) summarized below. Further detail concerning the fees and expenses, including the information required under Del. Bankr. LR 2016-2, is set forth within each of the Fee Applications.

Dated	Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees (80% of Requested)	Paid Expenses (100% of Requested)
08/30/01	08/30/01	July 1, 2001 - July 31, 2001	\$9,490.50	\$1,209.90	\$7,592.40	\$1,209.90
02/05/02	02/05/02	August 1, 2001 - September 30, 2001	\$12,885.00	\$7,903.44	N/A ²	N/A

PLEASE TAKE NOTICE that, pursuant to the Compensation Order, any objections to this Request must be filed with the Court and served on Duane Morris at the address set forth below so as to be received by no later than 4:00 p.m. on February 5, 2002. If no timely

2

The objection deadline for the Fee Applications for August 1, 2001 through September 30, 2001 (the "Second Through Third Monthly Fee Applications") is February 25, 2002. In accordance with the Compensation Order, if there are no timely objections to the Second Through Third Monthly Fee Applications, the Debtors will be authorized to make payment in respect of such applications after the filing of this Request. Duane Morris seeks interim approval and authorization for the Debtors to pay the remaining 20% of requested fees the Debtors will withhold from any payment the Debtors make in respect to the Second Through Third Monthly Fee Applications.

objections are filed to this Request, the Court may enter an order granting this Request without a hearing. Duane Morris certifies that it has reviewed and complied with Del. Bankr. LR 2016-2.

WHEREFORE, Duane Morris respectfully requests that the Court enter the attached order and Duane Morris such other and further relief as is just and proper.

Dated: February 5, 2002



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